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19 Attorneys for Plaintiff and
Counterdefendant Moog Inc.

20 **UNITED STATES DISTRICT COURT**
21 **CENTRAL DISTRICT OF CALIFORNIA**

22 MOOG INC.,

23 Plaintiff,

24 v.

25 SKYRYSE, INC., ROBERT ALIN
26 PILKINGTON, MISOOK KIM, and
27 DOES NOS.1-50,

28 Defendants.

Case No. 2:22-cv-09094-GW-MAR
Hon. George H. Wu

**DECLARATION OF KAZIM A.
NAQVI IN SUPPORT OF
PLAINTIFF AND COUNTER-
DEFENDANT MOOG INC.'S
NOTICE OF MOTION AND
MOTION TO DISMISS
DEFENDANT AND COUNTER-
CLAIMANT SKYRYSE INC.'S
COUNTERCLAIMS**

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[Filed concurrently with Notice of Motion and Motion; [Proposed] Order]

Date: March 23, 2023

Time: 8:30 a.m.

Ctrm.: 9-D

**REDACTED VERSION OF
DOCUMENT PROPOSED TO BE
FILED UNDER SEAL**

Complaint Filed: March 7, 2022

Counterclaims Filed: January 30, 2023

DECLARATION OF KAZIM A. NAQVI

1
2 1. KAZIM NAQVI, under penalty of perjury and pursuant to 28 U.S.C.
3 § 1746, declares the following to be true and correct:

4 2. My name is Kazim Naqvi. I am an associate at Sheppard, Mullin,
5 Richter & Hampton LLP. I am over the age of 18 years old. I have personal
6 knowledge of the matters set forth herein and if called as a witness, I could and
7 would competently testify as to all facts set forth herein. I am counsel for plaintiff
8 and counterdefendant Moog Inc. (“Moog”) and I provide this declaration in
9 support of Moog’s Notice of Motion and Motion to Dismiss Defendant and
10 Counterclaimant Skyryse, Inc.’s (“Skyryse”) Counterclaims (“CC”) Pursuant to
11 Fed. R. Civ. P. 12(b)(2), (3), and (6) (collectively, the “Motion”).

12 3. Throughout its CC, Skyryse references or quotes from certain
13 documents to support its causes of action, without attaching those documents as
14 exhibits to the CC. Therefore, under the incorporation by reference doctrine, Moog
15 hereby introduces into evidence several of those documents. A court may “take
16 into account documents whose contents are alleged in a complaint and whose
17 authenticity no party questions, but which are not physically attached [to] the
18 [plaintiff’s] pleading.” *Knieval v. ESPN*, 393 F.3d 1068, 1076 (9th Cir. 2005);
19 *Khoja v. Orexigen Therapeutics, Inc.*, 899 F.3d 988, 1002 (9th Cir. 2018) (“[A]
20 defendant may seek to incorporate a document into the complaint if the plaintiff
21 refers extensively to the document or the document forms the basis of the plaintiff’s
22 claim.”) (citation and internal quotation marks omitted); *Lee v. City of Los Angeles*,
23 250 F.3d 668, 688 (9th Cir. 2001) (rule extends to documents upon which the
24 plaintiff’s complaint “necessarily relies” but which are not explicitly incorporated
25 in the complaint). This doctrine “prevents plaintiffs from selecting only portions of
26 documents that support their claims, while omitting portions of those very
27 documents that weaken—or doom—their claims.” *McGovney v. Aerohive*
28 *Networks, Inc.*, 2019 WL 8137143, at *7 (N.D. Cal. Aug. 7, 2019); *In re NVIDIA*

1 *Corp. Sec. Litig.*, 768 F.3d 1046, 1058 n.10 (9th Cir. 2014) (a document may be
2 “consider[ed] ... in its entirety” where Plaintiffs “rel[ied] on portions of it in their
3 complaint”); *Shenwick v. Twitter, Inc.*, 282 F. Supp. 3d 1115, 1122 (N.D. Cal.
4 2017) (“The Court may consider the entire document, even if only portions were
5 quoted or referenced in the Complaint.”).

6 4. In Paragraphs 17-22 of its CC, Skyryse references and quotes from a
7 2017 strategic options assessment prepared by third party Avascent for Moog. A
8 true and correct copy of this document is attached hereto as Exhibit “A.” This
9 document has been produced by Moog in this litigation as MOOG0010796-10837,
10 and designated as “ATTORNEYS’ EYES ONLY” under the Protective Order
11 (Dkt. 89).

12 5. In Paragraph 24 of its CC, Skyryse references and quotes from an
13 August 30, 2018 e-mail from Jeffrey Ehret of Moog to a general Skyryse e-mail
14 account. A true and correct copy of this document is attached hereto as Exhibit
15 “B.” This document has been produced by Skyryse in this litigation as
16 SKY_00088932-934, and designated as “CONFIDENTIAL” under the Protective
17 Order (Dkt. 89).

18 6. In Paragraph 42 of its CC, Skyryse references and quotes from a
19 January 17, 2019 e-mail from Marc Groden of Skyryse to Gonzalo Rey of Skyryse
20 and various Moog personnel. A true and correct copy of this document is attached
21 hereto as Exhibit “C.” This document has been produced by Skyryse in this
22 litigation as SKY_00020434-20435, and designated as “CONFIDENTIAL” under
23 the Protective Order (Dkt. 89).

24 7. In Paragraph 50 of its CC, Skyryse references and quotes from a
25 September 20, 2019 e-mail from John Scannell of Moog to Gonzalo Rey and Marc
26 Groden of Skyryse. A true and correct copy of this document is attached hereto as
27 Exhibit “D.” This document has been produced by Skyryse in this litigation as
28 SKY_00078692-94, and designated as “CONFIDENTIAL” under the Protective

1 Order (Dkt. 89).

2 8. In Paragraph 53 of its CC, Skyryse references and quotes from a
3 March 6, 2020 letter from Alan Kresse of Moog to Skyryse. A true and correct
4 copy of this document is attached hereto as Exhibit “E.” This document has been
5 produced by Skyryse in this litigation as SKY_00078748, and designated as
6 “CONFIDENTIAL” under the Protective Order (Dkt. 89).

7 9. In Paragraphs 55-56 of its CC, Skyryse references and quotes from
8 e-mail correspondence from March 6, 2020 to March 9, 2020 between Gonzalo
9 Rey and Mark Groden of Skyryse and Alan Kresse, David Norman, Timothy
10 Abbott, Lauri Wierzbicki, Elizabeth Wang, and Paul Stoelting from Skyryse. A
11 true and correct copy of this document is attached hereto as Exhibit “F.” This
12 document has been produced by Skyryse in this litigation as SKY_00080517-19,
13 and designated as “CONFIDENTIAL” under the Protective Order (Dkt. 89).

14 10. In Paragraphs 59-60 of its CC, Skyryse references and quotes from
15 e-mail correspondence from March 19, 2020 to March 25, 2020 between Gonzalo
16 Rey of Skyryse and David Norman, Timothy Abbott, and Paul Stoelting from
17 Skyryse. A true and correct copy of this document is attached hereto as
18 Exhibit “G.” This document has been produced by Skyryse in this litigation as
19 SKY_00081571-75, and designated as “CONFIDENTIAL” under the Protective
20 Order (Dkt. 89).

21 11. In Paragraph 61 of its CC, Skyryse references and quotes from a
22 March 31, 2020 letter from Gonzalo Rey of Skyryse to David Norman of Moog. A
23 true and correct copy of this document is attached hereto as Exhibit “H.” This
24 document has been produced by Moog in this litigation as MOOG0000254, and
25 designated as “CONFIDENTIAL” under the Protective Order (Dkt. 89).

26 12. In Paragraph 64 of its CC, Skyryse references and quotes from a
27 May 22, 2020 letter from Tim Baptist of Skyryse to Timothy Abbott of Moog. A
28 true and correct copy of this document is attached hereto as Exhibit “I.” This

1 document has been produced by Moog in this litigation as MOOG0003397-98, and
2 designated as “CONFIDENTIAL” under the Protective Order (Dkt. 89).

3 13. In Paragraph 66 of its CC, Skyryse references and quotes from a June
4 17, 2020 letter from Timothy Abbott of Moog to Tim Baptist of Skyryse. A true
5 and correct copy of this document is attached hereto as Exhibit “J.” This document
6 has been produced by Skyryse in this litigation as SKY_00007247-48, and
7 designated as “CONFIDENTIAL” under the Protective Order (Dkt. 89).

8 14. In Paragraph 68 of its CC, Skyryse references and quotes from e-mail
9 correspondence from August 14, 2020 to August 19, 2020 between Tim Baptist of
10 Skyryse and David Norman from Skyryse. A true and correct copy of this
11 document is attached hereto as Exhibit “K.” This document has been produced by
12 Skyryse in this litigation as SKY_00007249-51, and designated as
13 “CONFIDENTIAL” under the Protective Order (Dkt. 89).

14 15. In Paragraph 69 of its CC, Skyryse references and quotes from an
15 August 12, 2020 e-mail from Tim Baptist to Gonzalo Rey of Skyryse. A true and
16 correct copy of these documents is attached hereto as Exhibit “L.” This document
17 has been produced by Skyryse in this litigation as SKY_00000430, and designated
18 as “CONFIDENTIAL” under the Protective Order (Dkt. 89).

19 16. In Paragraph 69 of its CC, Skyryse references and quotes from August
20 17, 2020 chat correspondence between Tim Baptist and Gonzalo Rey of Skyryse.
21 A true and correct copy of this document is attached hereto as Exhibit “M.” This
22 document has been produced by Skyryse in this litigation as SKY_000014939, and
23 designated as “HIGHLY CONFIDENTIAL” under the Protective Order (Dkt. 89).

24 17. In Paragraphs 75-78 of its CC, Skyryse references and quotes from an
25 internal Moog presentation titled “Moog Autonomous Rotorcraft Roadmap.” A
26 true and correct copy of this document is attached hereto as Exhibit “N.” This
27 document has been produced by Moog in this litigation as MOOG0020552-54, and
28 designated as “HIGHLY CONFIDENTIAL—OUTSIDE COUNSEL AND

1 EXPERTS' EYES ONLY" under the Protective Order (Dkt. 89).

2 18. In Paragraphs 75-78 of its CC, Skyryse references and quotes from an
3 internal 2021 Moog presentation. A true and correct copy of this document is
4 attached hereto as Exhibit "O." This document has been produced by Moog in this
5 litigation as MOOG0020503-12, and designated as "HIGHLY
6 CONFIDENTIAL—OUTSIDE COUNSEL AND EXPERTS' EYES ONLY"
7 under the Protective Order (Dkt. 89).

8 19. In Paragraphs 75-78 of its CC, Skyryse references and quotes from an
9 internal Moog presentation. A true and correct copy of this document is attached
10 hereto as Exhibit "P." This document has been produced by Moog in this litigation
11 as MOOG0020555-57, and designated as "HIGHLY CONFIDENTIAL—
12 OUTSIDE COUNSEL AND EXPERTS' EYES ONLY" under the Protective
13 Order (Dkt. 89).

14 20. In Paragraphs 82-84, and 87 of its CC, Skyryse references and quotes
15 from a November 19, 2021 e-mail from David Norman to John Scannell, Mark
16 Trabert, and George Small of Moog. A true and correct copy of this document is
17 attached hereto as Exhibit "Q." This document has been produced by Moog in this
18 litigation as MOOG0029942-44, and designated as "HIGHLY
19 CONFIDENTIAL—ATTORNEYS' EYES ONLY" under the Protective Order
20 (Dkt. 89).

21 I declare that the foregoing is true and correct under penalty of perjury
22 under the laws of the United States of America.

23 Executed this 21st day of February, 2023, in Los Angeles, California.

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25 Dated: February 21, 2023

26 /s/ Kazim Naqvi
27 Kazim Naqvi
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EXHIBIT A

REDACTED VERSION OF DOCUMENT

PROPOSED TO BE FILED UNDER SEAL

EXHIBIT B

REDACTED VERSION OF DOCUMENT

PROPOSED TO BE FILED UNDER SEAL

EXHIBIT C

REDACTED VERSION OF DOCUMENT

PROPOSED TO BE FILED UNDER SEAL

EXHIBIT D

REDACTED VERSION OF DOCUMENT

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EXHIBIT E

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EXHIBIT F

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EXHIBIT G

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EXHIBIT H

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EXHIBIT O

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EXHIBIT P

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EXHIBIT Q

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